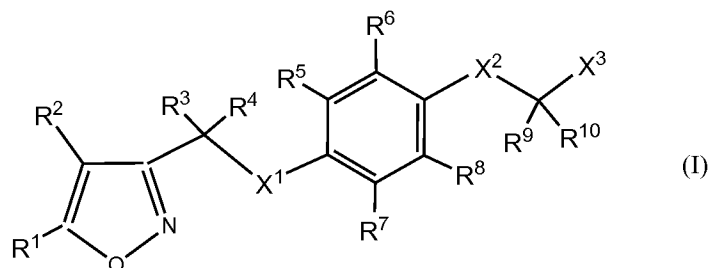


AMENDMENTS TO THE CLAIMS

1. (Currently Amended) A compound of the formula (I):



(wherein

R¹ is optionally substituted phenyl,

R² is halogen, hydroxy, optionally substituted lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, optionally substituted lower alkoxy, carboxy, optionally substituted lower alkoxycarbonyl, optionally substituted lower alkylthio, optionally substituted acyl, optionally substituted amino, optionally substituted carbamoyl, optionally substituted thiocarbamoyl, optionally substituted carbamoyloxy, optionally substituted thiocarbamoyloxy, optionally substituted hydrazinocarbonyl, optionally substituted lower alkylsulfonyloxy, optionally substituted arylsulfonyloxy, optionally substituted aryl, optionally substituted aryloxy, optionally substituted arylthio or optionally substituted heterocycle,

R³ and R⁴ are each independently hydrogen, halogen, optionally substituted lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, optionally substituted aryl or optionally substituted heterocycle,

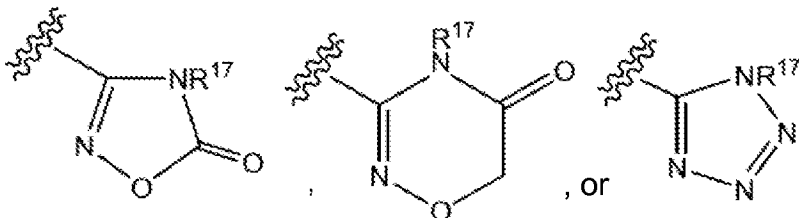
R⁵, R⁶, R⁷ and R⁸ are each independently hydrogen, halogen, optionally substituted lower alkyl, or optionally substituted lower alkoxy,

R⁹ and R¹⁰ are each independently hydrogen, halogen, cyano, optionally substituted lower alkyl, optionally substituted lower alkoxy, optionally substituted amino or optionally substituted aryl,

X¹ is -O- or -S-,

X² is a bond, -O-, -S-, -SO-, -SO₂-, -CR²⁶=CR²⁷- (wherein R²⁶ and R²⁷ are each independently hydrogen or lower alkyl), -NR¹⁴- (wherein R¹⁴ is hydrogen, optionally substituted lower alkyl, optionally substituted acyl, optionally substituted lower alkylsulfonyl or optionally substituted

arylsulfonyl), $-\text{CR}^{15}\text{R}^{16}$ - (wherein R^{15} and R^{16} are each independently hydrogen or lower alkyl) or $-\text{COCR}^{24}\text{R}^{25}$ - (wherein R^{24} and R^{25} are each independently hydrogen or lower alkyl), and X^3 is COOR^{17} , $\text{C}(=\text{NR}^{17})\text{NR}^{18}\text{OR}^{19}$,



(wherein R^{17} - R^{19} are each independently hydrogen or lower alkyl),
 provided that,

R^9 and R^{16} can be joined together to form a bond,

R^9 and R^{25} can be joined together to form a bond,

~~R^9 , R^{10} and R^{15} can be taken together with the neighboring carbon atom to form a ring,~~

R^{10} and R^{15} can be joined together to form a bond, and

R^{10} and R^{15} can be taken together with the neighboring carbon atom to form a ring), or
 a pharmaceutically acceptable salt thereof.

2. (Cancelled)

3. (Previously Presented) The compound of claim 1 wherein R^2 is halogen, optionally substituted lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, optionally substituted lower alkoxy, optionally substituted acyl, optionally substituted carbamoyl, optionally substituted aryl or optionally substituted arylthio, or a pharmaceutically acceptable salt thereof.

4. (Previously Presented) The compound of claim 1 wherein R² is halogen, optionally substituted lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, optionally substituted lower alkoxy, optionally substituted acyl, optionally substituted carbamoyl, optionally substituted aryl or optionally substituted arylthio, or a pharmaceutically acceptable salt thereof.

5. (Previously Presented) The compound of claim 1 wherein R³ and R⁴ are each independently hydrogen, lower alkyl or optionally substituted aryl, or a pharmaceutically acceptable salt thereof.

6. (Cancelled)

7. (Currently Amended) The compound of claim 1 wherein R⁹ and R¹⁰ are each independently hydrogen, halogen, cyano, optionally substituted lower alkyl or optionally substituted lower alkoxy, provided that,

R⁹ and R¹⁶ can be joined together to form a bond,

R⁹ and R²⁵ can be joined together to form a bond,

~~R⁹, R¹⁰ and R¹⁵ can be taken together with the neighboring carbon atom to form a ring,~~

R¹⁰ and R¹⁵ can be joined together to form a bond, and

R¹⁰ and R¹⁵ can be taken together with the neighboring carbon atom to form a ring, or a pharmaceutically acceptable salt thereof.

8. (Cancelled)

9. (Previously Presented) The compound of claim 1 wherein X³ is COOR¹⁷ (wherein R¹⁷ is hydrogen or lower alkyl), or a pharmaceutically acceptable salt thereof.

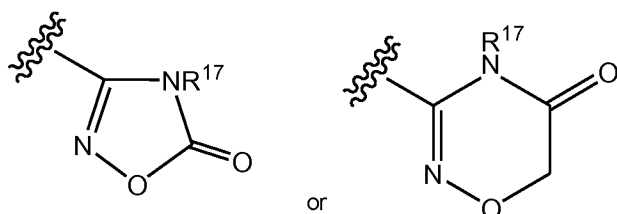
10. (Currently Amended) The compound of claim 1 wherein R^2 is halogen, optionally substituted lower alkyl (the substituent is halogen, hydroxy, optionally substituted lower alkoxy, lower alkylamino, optionally substituted imino, lower alkylsulfonyl, optionally substituted aryl or heterocycle), optionally substituted lower alkynyl (the substituent is aryl), optionally substituted lower alkoxy (the substituent is halogen), alkoxycarbonyl, acyl, carbamoyl, optionally substituted aryl (the substituent is optionally substituted lower alkyl or optionally substituted lower alkoxy) or arylthio,

R^3 and R^4 are each independently hydrogen, lower alkyl or optionally substituted aryl (the substituent is halogen),

R^5 , R^6 , R^7 and R^8 are each independently hydrogen, halogen, optionally substituted lower alkyl (the substituent is halogen) or optionally substituted lower alkoxy (the substituent is halogen),

R^9 and R^{10} are each independently hydrogen, halogen, cyano, lower alkyl or lower alkoxy,

X^3 is $COOR^{17}$, $C(=NR^{17})NR^{18}OR^{19}$,



(wherein R^{17} - R^{19} are each independently hydrogen or lower alkyl),

provided that,

R^9 and R^{16} can be joined together to form a bond,

R^9 and R^{25} can be joined together to form a bond,

~~R^9 , R^{10} and R^{15} can be taken together with the neighboring carbon atom to form a ring,~~

R^{10} and R^{15} can be joined together to form a bond, and

R^{10} and R^{15} can be taken together with the neighboring carbon atom to form a ring, or

a pharmaceutically acceptable salt thereof.

11. (Previously Presented) The compound of claim 1 wherein X^2 is a bond, -O-, -SO-, -SO₂- or -CR²⁶=CR²⁷- (wherein R²⁶ and R²⁷ are each independently hydrogen or lower alkyl), or a pharmaceutically acceptable salt thereof.

12. (Previously Presented) The compound of claim 1 wherein X^2 is -CR¹⁵R¹⁶- (wherein R¹⁵ is hydrogen or lower alkyl and R¹⁶ and R⁹ are joined together to form a bond or wherein R¹⁶ and R⁹ are joined together to form a bond and R¹⁵ and R¹⁰ are joined together to form a bond), or a pharmaceutically acceptable salt thereof.

13. (Currently Amended) The compound of claim 1 wherein X^2 is -NR¹⁴- (wherein R¹⁴ is hydrogen, lower alkyl, acyl or lower alkylsulfonyl), -CR¹⁵R¹⁶- (wherein ~~R⁹, R¹⁰ and R¹⁵ can be taken together with the neighboring carbon atom to form a ring or wherein R¹⁵ and R¹⁰ are taken together with the neighboring carbon atom to form a ring and R¹⁶ and R⁹ are joined together to form a bond~~) or -COCR²⁴R²⁵- (wherein R²⁵ and R⁹ are joined together to form a bond), or a pharmaceutically acceptable salt thereof.

14. (Previously Presented) The compound of claim 1 wherein R² is halogen, hydroxy, optionally substituted lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, optionally substituted lower alkoxy, carboxy, optionally substituted lower alkoxycarbonyl, optionally substituted lower alkylthio, optionally substituted acyl, optionally substituted amino, optionally substituted carbamoyl, optionally substituted thiocarbamoyl, optionally substituted carbamoyloxy, optionally substituted thiocarbamoyloxy, optionally substituted hydrazinocarbonyl, optionally substituted lower alkylsulfonyloxy, optionally substituted arylsulfonyloxy, optionally substituted aryl, optionally substituted aryloxy, optionally substituted arylthio or optionally substituted heterocycle,
R⁹ and R¹⁰ are each independently hydrogen,
 X^2 is -O-, and
 X^3 is COOR¹⁷ (wherein R¹⁷ is hydrogen or lower alkyl), or
a pharmaceutically acceptable salt thereof.

15. (Previously Presented) The compound of claim 1 wherein R⁹ and R¹⁶ are joined together to form a bond,
R¹⁰ is hydrogen, halogen, lower alkyl, lower alkoxy or cyano,
X² is -CR¹⁵R¹⁶- (wherein R¹⁵ is hydrogen or lower alkyl and R¹⁶ and R⁹ are joined together to form a bond), and
X³ is COOR¹⁷ (wherein R¹⁷ is hydrogen or lower alkyl), or a pharmaceutically acceptable salt thereof.

16. (Previously Presented) The compound of claim 1 wherein R⁹ and R¹⁰ are each independently hydrogen or lower alkyl,
X² is a bond or -CR¹⁵R¹⁶- (wherein R¹⁵ and R¹⁶ are each independently hydrogen or lower alkyl), and
X³ is COOR¹⁷ (wherein R¹⁷ is hydrogen or lower alkyl), or a pharmaceutically acceptable salt thereof.

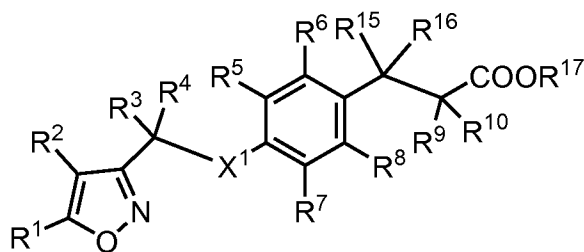
17. (Cancelled)

18. (Currently Amended) The compound of claim 1 wherein R⁹ and R¹⁶ are joined together to form a bond,
X² is -CR¹⁵R¹⁶- (wherein R¹⁵ and R¹⁰ are taken together with the neighboring carbon atom to form a ring and R¹⁶ and R⁹ are joined together to form a bond ~~or wherein R⁹, R¹⁰ and R¹⁵ are taken together with the neighboring carbon atom to form a ring~~), and
X³ is COOR¹⁷ (wherein R¹⁷ is hydrogen or lower alkyl), or a pharmaceutically acceptable salt thereof.

19. (Previously Presented) The compound of claim 1 wherein R⁹ and R¹⁰ are taken together to form a ring,
X² is a bond or -CR¹⁵R¹⁶- (wherein R¹⁵ and R¹⁶ are each independently hydrogen or lower alkyl), and
X³ is COOR¹⁷ (wherein R¹⁷ is hydrogen or lower alkyl), or a pharmaceutically acceptable salt thereof.

20-23. (Cancelled)

24. (Previously Presented) A compound of the formula:



(wherein

R¹ is optionally substituted phenyl,

R² is halogen, hydroxy, optionally substituted lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, optionally substituted lower alkoxy, carboxy, optionally substituted lower alkoxycarbonyl, optionally substituted lower alkylthio, optionally substituted acyl, optionally substituted amino, optionally substituted carbamoyl, optionally substituted thiocarbamoyl, optionally substituted carbamoyloxy, optionally substituted thiocarbamoyloxy, optionally substituted hydrazinocarbonyl, optionally substituted lower alkylsulfonyloxy, optionally substituted arylsulfonyloxy, optionally substituted aryl, optionally substituted aryloxy, optionally substituted arylthio or optionally substituted heterocycle,

R³ and R⁴ are each independently hydrogen, halogen, optionally substituted lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, optionally substituted aryl or optionally substituted heterocycle,

R⁵, R⁶, R⁷ and R⁸ are each independently hydrogen, halogen, optionally substituted lower alkyl, or optionally substituted lower alkoxy,

R⁹ and R¹⁰ are hydrogen,

X¹ is -O- or -S-,

R¹⁵ is lower alkyl,

R¹⁶ is hydrogen, and

R¹⁷ is hydrogen or lower alkyl), or

a pharmaceutically acceptable salt thereof.

25. (Previously Presented) The compound of claim 24 wherein R² is optionally substituted lower alkyl,
R³ and R⁴ are hydrogen, and
R⁵, R⁶, R⁷ and R⁸ are each independently hydrogen, halogen, optionally substituted lower alkyl or optionally substituted lower alkoxy, or a pharmaceutically acceptable salt thereof.

26. (Previously Presented) A pharmaceutical composition comprising a compound, or a pharmaceutically acceptable salt thereof of claim 1 together with a pharmaceutically acceptable excipient.

27-29. (Cancelled)

30. (Previously Presented) A pharmaceutical composition comprising a compound, or a pharmaceutically acceptable salt thereof of claim 24 together with a pharmaceutically acceptable excipient.